CONTRACT #6 RFS # 317.05-053

Department of Finance & Administration Division of Accounts

VENDOR: Key Merchant Services, LLC



STATE OF TENNESSEE DEPARTMENT OF FINANCE AND ADMINISTRATION DIVISION OF ACCOUNTS 21ST FLOOR, WILLIAM R. SNODGRASS TENNESSEE TOWER 312 - 8TH AVENUE, NORTH NASHVILLE, TENNESSEE 37243-0293

DAVE GOETZ COMMISSIONER

To:

Jim White, Director

Fiscal Review Committee G-19 War Memorial Building

From:

Jan Sylvis Jan Sylvis

Chief of Accounts

RECEIVED

AUG 3 1 2005

FISCAL REVIEW

Subject:

Non-Competitive Contract Amendment

Date:

August 29, 2005

The Division of Accounts establishes and manages a statewide contract for merchant services used to provide MasterCard and Visa credit card acceptance services to agencies. Our current contract with Key Merchant Services, LLC (KMS) expires July 9, 2005. The contract began on July 10, 2000 and was a three-year contract with two one-year extensions. The State began exploring a new procurement in 2002. We started the procurement process with a Request for Information (RFI) to determine how the marketplace had changed since our last procurement.

On May 25, 2005, the Department of Finance and Administration awarded a new contract for merchant services to Link2Gov Corporation. In planning conversion and statewide rollout, it has become apparent that there are technical issues that will prevent a full transition to the new contractor by the time the KMS contract expires on July 9, 2005. We are therefore requesting a 60-day extension to the current KMS contract to ensure continuity of services for those components that cannot be transitioned over to the new contractor by July 9, 2005.

The current contract is a result of six procurement and negotiation efforts. The initial procurement required proposals by 10/20/2003. The first procurement effort failed due to some proposers not answering basic RFP requirements and our receiving multiple proposals from the same vendor. The second procurement effort failed as none of the proposals responded to all requirements. A third attempt at a competitive negotiation failed when responders failed to meet state requirements. Each time we reviewed our RFP requirements and made adjustments for marketplace issues.

A fourth procurement required proposals by 1/7/05. We held a pre-bid conference that was well attended. We received five proposals. All but one proposer failed to meet the RFP requirements. The remaining proposer passed the mandatory and technical requirements, but failed to complete the cost proposal as required. Its cost proposal varied from the format on one small category, Diner's Club credit card acceptance.

We then requested to enter into a non-competitive negotiation with this remaining proposer. Our intention was to begin the conversion/transition in March 2005, before the state park peak season. That procurement failed when the proposer insisted on two separate contracts for each corporate business partner.

The current contract was based on a procurement invitation released on May 9, 2005. There was a pre-bid conference by telephone on May 12, 2005 and the announcement of award was made May 25, 2005. Due to the short time frame the contract was signed as quickly as permissible and immediate discussions began with the new contractor. In the course of those discussions it became clear that the communication links between the new contractor and the Hospitality Management System with the Department of Environment and Conservation were incompatible.

The Hospitality Management System serves the lodging facilities at the largest and busiest state parks, so it is important for the State to have continuity of credit card processing services throughout the peak summer season. Because it could not be anticipated that conversion would present these problems until we had discussions with the new contractor, it was not possible to present this request for contract extension sixty-days prior to the termination of the KMS contract.

Putting the new communication links in place took longer than anticipated. We had telecommunication connections and routers in place and configured by August 19, 2005. However, subsequent testing of the lodging-specific coding revealed some errors. We are still in the testing phase of conversion. We are avoiding testing while the resort parks are dealing with the Labor Day traffic. To ensure that we complete adequate testing and then convert in a more careful timeframe, we need to extend the current contract from its end date of Sept. 9, 2005, for an additional 60 days.

Meanwhile other merchant services not affected by this communication problem are now being transitioned to the new contractor.

REQUEST: NON-COMPETITIVE AMENDMENT

APPROVED

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RFS# 31705-0	53			
STATE AGENCY NAME:	Finance and Administration	·		
SERVICE CAPTION:	Statewide Credit Card & Deb Acceptance & Settlement	oit Card Proc	essing; Visa/Mastercard Acceptar	nce & Settlement; Debit Card
CONTRACT #	FA0114126-00		PROPOSED AMENDMENT#	5
CONTRACTOR:	Key Merchant Services			
CONTRACT START DATE		7/10/2000		· .
CURRENT, LATEST POSS	SIBLE END DATE : ttend)	9/9/2005		
CURRENT MAXIMUM LIAI	BILITY:	\$4,500,000	0.00	
LATEST POSSIBLE END I	DATE <u>WITH</u> PROPOSED AMI dend)	ENDMENT:	11/9/2005	
TOTAL MAXIMUM COST !	WITH PROPOSED AMENDMI xtend)	ENT:	\$4,500,000.00	
APPROVAL CRITERIA : (select one)	use of Non-Competit	tive Negotia	tion is in the best interest of the	e state
	only one uniquely qu	ualified serv	ice provider able to provide the	service
ADDITIONAL REQUIRED	REQUEST DETAILS BELOW	/ (address e	ach item immediately following thi	e requirement text)
(1) description of the pro	pposed additional service an	d amendme	nt effects :	
This amendment will exten 9/9/05. The extension will	d by two months the State's co	urrent credit a services by t	and debit card processing contract the current vendor through 11/9/05	t. This contract now ends
(2) explanation of need f	or the proposed amendmen	t:		

Link2Gov. Upon initial discussion with the Link2Gov staff, it was determined to Link2Gov and the hospitality management system with the Department of Env frame relay connection did not occur until 8-19-05. We have been unable to a services to the new vendor. By the time the technical connections were made weekend check-in volume for the resort parks. We need to extend our testing types of activity. If we have any difficulty that requires re-programming, it may	adequately test the connections before converting the and proper certification obtained, we were into the
(3) name and address of the proposed contractor's principal owner(s): (not required if proposed contractor is a state education institution)	
Key Merchant Services, LLC, One Concourse Parkway, Suite 300, Atlanta, Ge	eorgia 30328
(4) documentation of OIR endorsement of the Non-Competitive procurer (required only if the subject service involves information technology)	ment-request:
select one: Documentation Not Applicable to this Request	Documentation Attached to this Request
(5) documentation of Department of Personnel endorsement of the Non (required only if the subject service involves training for state employees)	Competitive procurement request :
select one: Documentation Not Applicable to this Request	Documentation Attached to this Request
(6) description of procuring agency efforts to identify reasonable, component non-competitive negotiation :	petitive, procurement alternatives rather than to use
A competitive procrement process was used to establish the new merchant s	ervices (Link2Gov) contract.
(7) justification of why the F&A Commissioner should approve a Non-C	ompetitive Amendment:
This request is for a contract extension of two months to a current contract the concern the hospitality management system which serves the lodging facilities season. From a business point of view, it is crucial for the state to have cont peak season. This contract extension will assure such services and provide sestablished with the new vendor, Link2Gov.	nat is due to expire 9/9/05. The communication problems as at the largest state parks during the peak summer invite of credit, card processing services throughout the
AGENCY HEAD REQUEST SIGNATURE: (must be signed by the ACTUAL procuring agency head as detailed on the Signature Certification on file with OCR — signature by an authorized signatory will be accepted only in documented exigent circumstances)	bet
SIGNATURE DATE:	J 8-31-05
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Through a competitive procurement process the Department of Finance & Administration awarded a new merchant services contract to

Link2Gov. Upon initial discussion with the Link2Gov staff, it was determined that communications links and protocols between

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AMENDMENT FIVE TO CONTRACT FA 01-14126-00

BETWEEN THE

STATE OF TENNESSEE, DEPARTMENT OF FINANCE & ADMINISTRATION AND

KEY MERCHANT SERVICES, LLC

This contract, by and between the State of Tennessee, Department of Finance and Administration, and Key Merchant Services, LLC, hereinafter referred to as the Contractor, is hereby amended as follows:

- 1. Delete Section B.1. Contract Term. in its entirety and insert the following in its place:
 - B.1. <u>Contract Term</u>. This Contract shall be effective for the period commencing on July 10, 2000 and ending on November 9, 2005. The State shall have no obligation for services rendered by the Contractor which are not performed within the specified period.

The other terms and conditions of this Contract not amended hereby shall remain in full force and effect.

John G. Morgan, Comptroller	Date		
COMPTROLLER OF THE TREASURY:			
M. D. Goetz, Jr., Commissioner	Date	***	
DEPARTMENT OF FINANCE AND ADMINISTRATION:			
APPROVED:			
M. D. Goetz, Jr., Commissioner	Date		
DEPARTMENT OF FINANCE AND ADMINISTRATION:		· .	
Muriei Ayer, vice Fresident, National Sales Director	2400	·	
Muriel Ayer, Vice President, National Sales Director	Date		
KEY MERCHANT SERVICES, LLC:		,	
IN WITNESS WHEREOF:			
and effect.			



GENERAL ASSEMBLY OF THE STATE OF TENNESSEE FISCAL REVIEW COMMITTEE

320 Sixth Avenue, North – 8th Floor NASHVILLE, TENNESSEE 37243-0057 615-741-2564

Rep. Charles Curtiss, Chairman

Representatives

Harry Brooks Curt Cobb Mary Pruitt
Donna Rowland
David Shepard

Bill Dunn Dennis Ferguson

Curry Todd

Dennis Ferguson

Craig Fitzhugh, ex officio Speaker Jimmy Naifeh, ex officio Sen. Don McLeary, Vice-Chairman

Senators

Mae Beavers

David Fowler Steve Southerland

Jim Bryson Steve Cohen

Douglas Henry, ex officio

Lt. Governor John S. Wilder, ex officio

MEMORANDUM

TO:

The Honorable Dave Goetz, Commissioner

Department of Finance and Administration

FROM:

Charles Curtiss, Chairman

Don McLeary, Vice-Chairman

DATE:

June 29, 2005

SUBJECT:

Contract Comments

(Contract Services Subcommittee Meeting 6/29/05)

RFS# 317.05-047

Department: Finance & Administration/Division of Accounts

Contractor: Key Merchant Services

Summary: The contract amendment allows the Department time to work out the technical issues that will prevent a full transition to the new contractor, Link2Gov Corporation, by the time the KMS contract expires on July 9, 2005. The contract amendment extends the current contract for two additional months with no increase in the maximum liability. The contract amendment has a beginning date of 7/10/2005 and ending date of 9/9/2005.

Original maximum liability: \$4,500,000

Maximum liability with amendment: \$4,500,000

After review, the Fiscal Review Committee voted to recommend approval of the contract amendment.

CC: DM:LSC

cc: Ms. Jan Sylvis, Department of Finance & Administration, Chief of Accounts

Mr. Robert Barlow, Director, Office of Contracts Review

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AMENDMENT FOUR TO CONTRACT FA 01-14126-00 BETWEEN THE

STATE OF TENNESSEE, DEPARTMENT OF FINANCE & ADMINISTRATION

KEY MERCHANT SERVICES, LLC

This contract, by and between the State of Tennessee, Department of Finance and Administration, and Key Merchant Services, LLC, hereinafter referred to as the Contractor, is hereby amended as follows:

- 1. Delete A. SCOPE OF SERVICES: and insert the following in its place:
 - A. <u>SCOPE OF SERVICES</u>: Effective, July 10, 2005, the Contractor shall perform Sections A.1. through A.14. as necessary to accomplish an orderly transition between this Contract and a new contract with a different vendor.
- 2. Delete Section B.1. Contract Term. in its entirety and insert the following in its place:
 - B.1. <u>Contract Term</u>. This Contract shall be effective for the period commencing on July 10, 2000 and ending on September 9. 2005. The State shall have no obligation for services rendered by the Contractor which are not performed within the specified period.

The other terms and conditions of this Contract not amended hereby shall remain in full force and effect.

IN WITNESS WHEREOF:

KEY MERCHANT SERVICES, LLC:

(| 30 | 05

Murici Ayex, Vice President, National Sales Director

Date

DEPARTMENT OF FINANCE AND ADMINISTRATION:

M. D. Goetz, Jr., Commissioner

Date

APPROVED:

M. D. Goetz, Jr., Commissioner

Date

COMPTROLIER OF THE TREASURY:

John G. Morgan, Comptroller

Date

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